

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

	x
	:
AIP ACQUISITION LLC,	:
	:
Plaintiff,	:
	:
v.	:
	:
IBASIS, INC.,	:
	:
Defendant.	:
	:
	x

**AIP ACQUISITION LLC'S
ANSWER TO IBASIS, INC.'S COUNTERCLAIMS**

Plaintiff-Counterclaim-Defendant AIP Acquisition LLC (“AIP”), by and through its undersigned counsel, as and for its Answer to the Counterclaims of Defendant-Counterclaimant iBasis, Inc. (“iBasis”), states as follows:

PARTIES

1. AIP lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations of Paragraph 1 of the Counterclaims.
2. Admitted.

JURISDICTION AND VENUE

3. Paragraph 3 of the Counterclaims states a legal conclusion to which no response is required.
4. Paragraph 4 of the Counterclaims states a legal conclusion to which no response is required.

5. Paragraph 5 of the Counterclaims states a legal conclusion to which no response is required.

COUNTERCLAIM COUNT ONE
(Declaratory Judgment of Non-Infringement of the '602 Patent)

6. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-5 and the Affirmative Defense of this Answer as though fully set forth herein.

7. Admitted.
8. Denied.
9. Denied.

COUNTERCLAIM COUNT TWO
(Declaratory Judgment of Non-Infringement of the '897 Patent)

10. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-9 and the Affirmative Defense of this Answer as though fully set forth herein.

11. Admitted.
12. Denied.
13. Denied.

COUNTERCLAIM COUNT THREE
(Declaratory Judgment of Non-Infringement of the '275 Patent)

14. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-13 and the Affirmative Defense of this Answer as though fully set forth herein.

15. Admitted.
16. Denied.
17. Denied.

COUNTERCLAIM COUNT FOUR
(Declaratory Judgment of Non-Infringement of the '879 Patent)

18. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-17 and the Affirmative Defense of this Answer as though fully set forth herein.
19. Admitted.
20. Denied.
21. Denied.

COUNTERCLAIM COUNT FIVE
(Declaratory Judgment of Non-Infringement of the '662 Patent)

22. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-21 and the Affirmative Defense of this Answer as though fully set forth herein.
23. Admitted.
24. Denied.
25. Denied.

COUNTERCLAIM COUNT SIX
(Declaratory Judgment of Invalidity of the '602 Patent)

26. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-25 and the Affirmative Defense of this Answer as though fully set forth herein.
27. Admitted.
28. Denied.
29. Denied.

COUNTERCLAIM COUNT SEVEN
(Declaratory Judgment of Invalidity of the '897 Patent)

30. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-29 and the Affirmative Defense of this Answer as though fully set forth herein.

31. Admitted.

32. Denied.

33. Denied.

COUNTERCLAIM COUNT EIGHT
(Declaratory Judgment of Invalidity of the '275 Patent)

34. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-33 and the Affirmative Defense of this Answer as though fully set forth herein.

35. Admitted.

36. Denied.

37. Denied.

COUNTERCLAIM COUNT NINE
(Declaratory Judgment of Invalidity of the '879 Patent)

38. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-37 and the Affirmative Defense of this Answer as though fully set forth herein.

39. Admitted.

40. Denied.

41. Denied.

COUNTERCLAIM COUNT TEN
(Declaratory Judgment of Invalidity of the '662 Patent)

42. AIP incorporates paragraphs 1-39 of the Complaint, and Paragraphs 1-41 and the Affirmative Defense of this Answer as though fully set forth herein.

43. Admitted.

44. Denied.

45. Denied.

IBASIS' PRAYER FOR RELIEF

AIP denies that iBasis is entitled to any relief requested in its Prayer for Relief.

AFFIRMATIVE DEFENSE

AIP asserts the following defense and reserves the right to amend its Answer as new information becomes available. The listing of any defense below shall not be construed as an admission that AIP bears the burden of proof as to such defense:

FIRST DEFENSE

The Counterclaims fail to state a claim upon which relief may be granted.

PRAAYER FOR RELIEF

WHEREFORE, AIP demands the following relief:

- (i) Judgment in favor of AIP;
- (ii) Judgment dismissing iBasis's Counterclaims with prejudice; and
- (iii) Such other and further relief as the Court deems just and equitable.

Dated: August 20, 2012

/s/ Mary B. Matterer

Richard K. Herrmann (I.D. #405)

Mary B. Matterer (I.D. #2696)

Kenneth L. Dorsney (I.D. #3726)

MORRIS JAMES LLP

500 Delaware Avenue, Suite 1500

Wilmington, Delaware 19801

(302) 888-6800

mmatterer@morrisjames.com

Of Counsel:

Karen H. Bromberg
Francisco A. Villegas
Damir Cefo
Maria Granovsky (I.D. #4709)
COHEN & GRESSER LLP
800 Third Avenue
New York, New York 10022
(212) 957-7600

Attorneys for AIP Acquisition LLC